Form 45-106F1 Report of Exempt Distribution

| Item 1 – Report Type | | | | | | | | |
|---|--------------------------------|----------------------------------|-------------------------------------|------------------|--|--|--|--|
| X New report Amended report If am | nended, provide filing c | late of report that is being | amended. | (YYYY-MM-DD) | | | | |
| ITEM 2 – PARTY CERTIFYING THE REPORT | | | | | | | | |
| Indicate the party certifying the report (se National Instrument 81-106 Investment Investment fund issuer X Issuer (other than an inve | Fund Continuous Disclos | | | e section 1.1 of | | | | |
| ITEM 3 – ISSUER NAME AN | ND OTHER IDENT | IFIERS | | | | | | |
| Provide the following information about a | the issuer, or if the issuer i | is an investment fund, about t | he fund. | | | | | |
| Full legal name | BOOSH PLANT-BAS | SED BRANDS INC. | | | | | | |
| Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name. | | | | | | | | |
| Website (if applicable) | | | | | | | | |
| If the issuer has a legal entity identifier, p | rovide below. Refer to Par | rt B of the Instructions for the | definition of "legal entity identif | ier". | | | | |
| Legal entity identifier | | | | | | | | |
| If two or more issuers distributed a single | security, provide the full | legal name(s) of the co-issuer(| (s) other than the issuer named o | above. | | | | |
| Full legal name(s) of co-issuer(s) | | (if a | pplicable) | | | | | |
| Item 4 – Underwriter In | NFORMATION | | | | | | | |
| If an underwriter is completing the report | , provide the underwriter' | s full legal name and firm NR | D number. | | | | | |
| Full legal name | | | | | | | | |
| Firm NRD number | | (if applicable) | | | | | | |
| If the underwriter does not have a firm N | RD number, provide the h | ead office contact information | n of the underwriter. | | | | | |
| Street address | | 1 | | | | | | |
| Municipality | | Province/State | | | | | | |
| Country | | Postal code/Zip code | | | | | | |
| Telephone number | | Website | | (if applicable) | | | | |

ITEM 5 – ISSUER INFORMATION

| If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6. |
|---|
| a) Primary industry |
| Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity. |
| NAICS industry code 3 1 1 9 9 0 |
| If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production |
| Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. |
| Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets |
| b) Number of employees |
| Number of employees: X 0 – 49 50 – 99 100 – 499 500 or more |
| c) SEDAR profile number |
| Does the issuer have a SEDAR profile? No Yes If yes, provide SEDAR profile number 0 0 5 1 1 6 3 If the issuer does not have a SEDAR profile complete Item 5(d) – (h). |
| d) Head office address |
| Street address Province/State |
| Municipality Postal code/Zip code |
| Country Telephone number |
| e) Date of formation and financial year-end |
| Date of formation Financial year-end YYYY MM DD |
| f) Reporting issuer status |
| Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes |
| If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB BC MB NL NT NS NU ON PE QC SK YT |
| g) Public listing status |
| If the issuer has a CUSIP number, provide below (first 6 digits only). CUSIP number |
| If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system. Exchange name |
| h) Size of issuer's assets |
| Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date. \$0 to under \$5M \$5M to under \$25M \$25M to under \$100M |

| \$1B | or | over |
|------|-----|------|
| ΨΙΟ | UI. | OVEI |

| ITEM 6 - INVESTMENT FUND ISSUER INFORMATION |
|--|
| If the issuer is an investment fund, provide the following information. |
| a) Investment fund manager information |
| Full legal name |
| Firm NRD Number (if applicable) |
| If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager. |
| Street Address |
| Municipality Province/State |
| Country Postal code/Zip code |
| Telephone number Website (if applicable) |
| b) Type of investment fund |
| Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity Alternative strategies Cryptoasset |
| Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund ¹ ¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. |
| c) Date of formation and financial year-end of the investment fund |
| Date of formation |
| d) Reporting issuer status of the investment fund |
| Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes |
| If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC MB NB NL NT NT NS NU ON PE QC SK YT |
| e) Public listing status of the investment fund |
| If the investment fund has a CUSIP number, provide below (first 6 digits only). CUSIP number |
| f) Net asset value (NAV) of the investment fund |
| Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$). \$0 to under \$5M \$5M to under \$25M \$25M to under \$100M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD |

| Item 7 – Inf | ORMATION | | THE DIS | TRIBUTION | | | | | |
|---|---|------------------------|----------------------------|-----------------------------|----------------------|--------------------------|-------------------------|----------------------|--------|
| If an issuer located of purchasers resident is connection with the in Schedule 1 of the a) Currency | in that jurisdictio distribution, whi report. | on of Canada c | only. Do not i | include in Item 7 sec | curities issue | ed as payment of | ^c commission | s or finder's fees i | n |
| Select the currency of | or currencies in M | which the distri | hution was r | nade All dollar am | ounts provid | led in the report | must he in C | anadian dollars | |
| x Canadian d | | US dollar | | | (describe) | - | must be in C | | |
| b) Distributi | ion date(s) | | | | | | | | |
| State the distributior date as both the star distribution period co | rt and end dates. overed by the rep | If the report is port. | s being filed | for securities distrib | uted on a co | ontinuous basis, i | nclude the st | | |
| 5 | | 2022 03 (YY MM | 31 DD | En | d date 2 | 2022 03 YYYY MM | DD 31 | | |
| c) Detailed | purchaser info | ormation | | | | | | | |
| Complete Schedu | - | | nurchasa | r and attach the | schodula | to the comple | tod ronart | | |
| - | | - | purchase | and allach the | scheuule | to the comple | leu report. | | |
| d) Types of | f securities dis | tributed | | | | | | | |
| Provide the following | | | | | | | | | te the |
| security code. If prov | riding the CUSIP | number, indic | ate the full 9 | -aıgıt CUSIP numbe | er assigned t | to the security be | - | | 1 |
| | | | | | | Single or | Canadian | \$ | - |
| | CUSIP number (if applicable) | D | escription of s | ecurity | Number of securities | OT Lowest | Highest price | Total amount | |
| U B S | | Units compris | ed of one sha | re and one warrant | 619,379 | | | \$433,565.30 | |
| | | | | | | | | | |
| e) Details o | of rights and co | nvertible/ex | changeable | e securities | | ÷ | | · | - |
| , | | | | | | | | | |
| If any rights (e.g. wa securities were distri | | | | | | | | | 2 |
| Convertible / | | Exercise | | | | | | | 1 |
| exchangeable security code | Underlying security code | (Canadi | an \$) | Expiry date (YYYY-MM-DD) | Conversior ratio | n Describ | e other terms | (if applicable) | |
| W N T | C M S | Lowest \$1.00 | Highest | 2025-03-31 | 1:1 | | | | - |
| | 0 101 0 | ψ1.00 | | 2020-00-01 | 1.1 | | | | J |
| | y of the distrib | | | • | | | | | |
| State the total dollar | | | | | | | | | |
| purchaser resides an distribution in a juris | | | | | | | | Canada completes | 5 a |
| This table requires a | | | | | - | | - | e jurisdiction whe | re a |
| purchaser resides, if | | | | | | | | | |
| jurisdiction. For jurisdictions with | nin Canada, state | the province | or territory | otherwise state the | ountry | | | | |
| Province or | in cunada, sidie | | ption relied or | | Nu | mber of unique | Total amo | ınt (Canadian \$) | 1 |
| country | | | | | | purchasers ^{2a} | | · · · | - |
| BC Germany | | | 06, Section 06, Section | | | 26 3 | | 3,805.30 ,000.00 | - |
| United | | | 06, Section | | | 1 | | ,810.00 | - |
| States Ontario | | NI 45-10 | 06, Section | 2.3 | | 1 | \$4 | 900.00 | 1 |
| Alberta | | | 06, Section | | | 4 | | ,050.00 | |
| | | | - | tal dollar amount | of securitie | | | 3,565.30 | 1 |
| | | Tot | al number o | of unique purchas | ers ^{2b} | 35 | | |] |

^{2a}In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b}In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

| Province or country | Net proceeds (Canadian \$) |
|---|-------------------------------|
| | |
| | |
| | |
| | |
| Total net proceeds to the investment fund | |

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

| | Description | Date of document or other material (YYYY-MM-DD) | Previously filed with or delivered to regulator? (Y/N) | Date previously filed or delivered (YYYY-MM-DD) |
|----|-------------|---|---|--|
| 1. | | | | |
| 2. | | | | |
| 3. | | | | |
| | | | | |

| ITEM 8 – COMPENSATION INFORMATION | |
|--|----|
| Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. | |
| Indicate whether any compensation was paid, or will be paid, in connection with the distribution. | |
| No X Yes If yes, indicate number of persons compensated. 1 | |
| a) Name of person compensated and registration status | |
| Indicate whether the person compensated is a registrant. No X Yes | |
| If the person compensated is an individual, provide the name of the individual. | |
| Full legal name of individual | |
| Family name First given name Secondary given names | |
| If the person compensated is not an individual, provide the following information. | 1 |
| Full legal name of non-individual Haywood Securities Inc. |] |
| Firm NRD number 1 6 3 0 (if applicable) | |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. | |
| b) Business contact information | |
| If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. | |
| Street address | |
| Municipality Province/State | |
| Country Postal code/Zip code | |
| Email address Telephone number | ٦ |
| c) Relationship to issuer or investment fund manager | |
| Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager | 7 |
| Insider of the issuer (other than an investment fund) | |
| Director or officer of the investment fund or investment fund manager | |
| Employee of the issuer or investment fund manager | |
| X None of the above | |
| d) Compensation details | |
| Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not repayments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask f details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by issuer. | or |
| Cash commissions paid \$4,872.00 | |
| Value of all securities distributed as componention ⁴ \$0 Security code 1 Security code 2 Security code 3 W N T C M S | 1 |
| compensation ⁴ | |
| Describe terms of warrants, options or other rights 4,350 warrants exercisable at \$0.70 until March 31, 2025 Other compensation ⁵ Describe | |
| Total compensation paid \$4,872.00 | _ |
| Check box if the person will or may receive any deferred compensation (describe the terms below) | |

⁴Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.

⁵Do not include deferred compensation.

| ITEM 8 – COMPENSA | TION INFO | RMATION | | | | | | | | | |
|--|---|--|------------------------------|------------------------------------|------------------------|-----------------------|-------------------|--------------------|--------------------|------------------------------|--|
| Provide information for each per connection with the distribution. | | | | | | | | | | | |
| Indicate whether any compensation was paid, or will be paid, in connection with the distribution. | | | | | | | | | | | |
| No X Yes | lf ye | s, indicate number | r of persons | compensated | 1. | 1 | | | | | |
| a) Name of person co | | - | atus | | | | | | | | |
| Indicate whether the person com | pensated is a re | gistrant. | | | | | | | | | |
| If the person compensated is an | | de the name of the | individual. | | | | | | | | |
| Full legal name of individua | | mily name | Fire | st given name | | Sec | ndary | given na | mes | | |
| If the person compensated is not | | | | - | | 0000 | Jiluary | given ne | ines | | |
| Full legal name of ne | Ī | Canaccord Ger | - | | | | | | | | |
| Firm N | NRD number | | 9 | 0 0 (if | applical | ble) | | | | | |
| Indicate whether the person com | l | ited the distribution | n through a f | | | | based | portal. | | | |
| b) Business contact ir | nformation | | | | | | | | | | |
| If a firm NRD number is not prov | vided in Item 8(a |), provide the busir | ness contact i | information o | f the pei | rson bei | ng con | npensa | ted. | | |
| Street address | | | | | | | | | | | |
| Municipality | | | | Province/S | State | | | | | | |
| Country | | | Post | al code/Zip | code | | | | | | |
| Email address | | | Те | lephone nui | mber | | | | | | |
| c) Relationship to issu | uer or investm | ent fund manage | er | | | | | | | | |
| Indicate the person's relationship Part B(2) of the Instructions and Connected with the iss | the meaning of | "control" in section | | | | | | | | nected" in | |
| Insider of the issuer (or | ther than an inve | estment fund) | | | | | | | | | |
| Director or officer of the | e investment fur | nd or investment fu | ind manager | | | | | | | | |
| Employee of the issue | r or investment f | und manager | | | | | | | | | |
| X None of the above | | | | | | | | | | | |
| d) Compensation deta | ails | | | | | | | | | | |
| Provide details of all compensati amounts in Canadian dollars. In payments for services incidental details about, or report on, intern issuer. | clude cash comn to the distribution nal allocation an | nissions, securities- on, such as clerical, | based compe printing, leg | ensation, gifts, al or accounti | . discour ing servi | nts or ot ices. An | her coi issuer | mpenso is not r | ation. L equire | Do not repor d to ask for | |
| Cash commissions paid | \$4,200.00 | | ï | 0 " | | 0 | | a | • | | |
| Value of all securities distributed as compensation ⁴ | \$0 | Sect | urity codes | Security cod | T | | ty code M | 2 S | Securi | ty code 3 | |
| Describe terms of | warrants, option | ns or other rights | 6,000 w | arrants exer | rcisable | e at \$0 | .70 un | itil Mai | rch 31 | , 2025 | |
| Other compensation ⁵ | | Describe | | | | | | | | | |
| Total compensation paid | \$6,000.00 | | | | | | | | | | |

| Check box if the persor | will or may rece | ive any deferred co | ompensation | (describe the terms | ; below) |
|---|--|--|---|--|--|
| ⁴ Provide the aggregate value of all se issuer. Indicate the security codes for the issuer. | curities distributed a r all securities distrib | ns compensation, <u>exclu</u> uted as compensation, | <u>iding</u> options, w <u>including</u> optic | varrants or other rights e ons, warrants or other rig | xercisable to acquire additional securities of the hts exercisable to acquire additional securities of |
| ⁵ Do not include deferred compensation | on. | | | | |
| ITEM 8 – COMPENS | ATION INFC | RMATION | | | |
| | | | | | or will provide, any compensation in on was, or will be, compensated. |
| Indicate whether any compense | - | <i>will be paid, in cor</i> s, indicate numbe | | | 1 |
| a) Name of person c | ompensated ar | nd registration st | atus | | |
| Indicate whether the person con | mpensated is a re | gistrant. | | | |
| If the person compensated is ar | | de the name of the | individual. | | |
| Full legal name of individu | | | | | |
| If the person compensated is no | | mily name provide the followin | | st given name n | Secondary given names |
| Full legal name of r | - | PI Financial Co | - | | |
| _ | NRD number | | · · · · | 9 0 (if applica | able) |
| Indicate whether the person col | | ated the distribution | - | · · · · · | |
| b) Business contact | information | | | | |
| If a firm NRD number is not pro | ovided in Item 8(d | ı), provide the busir | ness contact | information of the pe | erson being compensated. |
| Street address | | | | | |
| Municipality | | | | Province/State | |
| Country | | | Post | al code/Zip code | |
| Email address | | | Те | lephone number | |
| c) Relationship to iss | suer or investm | ent fund manage | er | | |
| Indicate the person's relationsh Part B(2) of the Instructions and Connected with the is Insider of the issuer (| d the meaning of ssuer or investme | <i>"control" in section</i> nt fund manager | | | Refer to the meaning of "connected" in s of completing this section. |
| Director or officer of the | he investment fu | nd or investment fu | ind managei | | |
| Employee of the issue | er or investment | fund manager | | | |
| X None of the above | | | | | |
| d) Compensation de | tails | | | | |
| amounts in Canadian dollars. In payments for services incidenta details about, or report on, inte issuer. | nclude cash comm I to the distribution | nissions, securities- on, such as clerical, | based compe printing, leg | ensation, gifts, discou al or accounting serv | ction with the distribution. Provide all unts or other compensation. Do not repo vices. An issuer is not required to ask for s of a non-individual compensated by the |
| Cash commissions paid | \$1,912.40 | | | | |
| Value of all securities distributed as compensation ⁴ | \$0 | Sec | urity codes | Security code 1 W N T | Security code 2 Security code 3 C M S |
| Describe terms of | of warrants, optio | ns or other rights | 2,732 w | arrants exercisab | le at \$0.70 until March 31, 2025 |
| Other compensation ⁵ | | Describe | | | |

| Total compensation paid \$1,912.40 |
|---|
| Check box if the person will or may receive any deferred compensation (describe the terms below) |
| |
| ⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. |
| ⁵ Do not include deferred compensation. |
| ITEM 8 – COMPENSATION INFORMATION |
| Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated. |
| Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No X Yes If yes, indicate number of persons compensated. 1 |
| a) Name of person compensated and registration status |
| Indicate whether the person compensated is a registrant. |
| If the person compensated is an individual, provide the name of the individual. |
| Full legal name of individual |
| Family name First given name Secondary given names |
| If the person compensated is not an individual, provide the following information. |
| Full legal name of non-individual Richardson Wealth |
| Firm NRD number 2 1 9 7 0 (if applicable) |
| Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. No Yes |
| b) Business contact information |
| If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated. |
| Street address |
| Municipality Province/State |
| Country Postal code/Zip code |
| Email address Telephone number |
| c) Relationship to issuer or investment fund manager |
| Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. |
| Insider of the issuer (other than an investment fund) |
| Director or officer of the investment fund or investment fund manager |
| Employee of the issuer or investment fund manager |
| X None of the above |
| d) Compensation details |
| Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not repo payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the |
| issuer. Cash commissions paid \$18,676.00 |
| |
| Value of all securities distributed as compensation ⁴ \$0 Security code 1 Security code 2 Security code 3 |
| Describe terms of warrants, options or other rights 26,680 warrants exercisable at \$0.70 until March 31, 2025 |

| Other compensation ⁵ | | Describe | | |
|---|------------------|---------------------|---|--|
| Total compensation paid | \$18,676.00 | | | |
| Check box if the person | will or may rece | ive any deferred co | ompensation (describe the terms below) | |
| | | | ding options, warrants or other rights exercisable to acquire additional securities of the <u>including</u> options, warrants or other rights exercisable to acquire additional securities of | |
| ⁵ Do not include deferred compensation |)n. | | | |

| ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER | | | | | | |
|---|--|--|--|--|--|--|
| If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10. | | | | | | |
| Indicate whether the issuer is any of the following (select the one that applies – if more than one applies, select only one). X Reporting issuer in any jurisdiction of Canada Foreign public issuer Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶ Provide name of reporting issuer Provide name of reporting issuer Wholly owned subsidiary of a foreign public issuer Provide name of foreign public issuer Image: Select only one issuer Select the one that applies – if more than one applies, select only one). Image: Select only one issuer Select the one that applies – if more than one applies, select only one). Image: Select only one issuer Select the one that applies – if more than one applies, select only one). Image: Select only of the above, do not complete Item 9(a) – (c). Proceed to Item 10. | | | | | | |
| ⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. | | | | | | |
| ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions. | | | | | | |
| If the issuer is none of the above, check this box and complete Item 9(a) – (c). | | | | | | |
| a) Directors, executive officers and promoters of the issuer | | | | | | |
| Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter. | | | | | | |
| During a location of | | | | | | |

| Organization or company name | rganization or company name Family name First given name | | Secondary given names | Business location of non-individual or residential jurisdiction of individual | Relationship to issuer (select all that apply) | | |
|------------------------------|--|--|-----------------------|---|---|---|---|
| | | | | Province or country | D | 0 | Р |
| | | | | | | | |
| | | | | | | | |
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| | | | | | | | |

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

| Organization or company name | Family name | First given name | Secondary given names | Residential jurisdiction of individual | Relationship to promoter (select one or both if applicable) | | |
|------------------------------|-------------|---------------------|-----------------------------|--|---|---|--|
| | | | | Province or country | D | 0 | |
| | | | | | | | |
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c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

| Name of issuer/underwriter/ investment fund manager/agent | Boosh Plant-Based Brands Inc. | | | | | |
|---|-------------------------------|------------------|------|-----------------------|----|--|
| Full legal name | Pakulis | James | | | | |
| | Family name | First given name | | Secondary given names | | |
| Title | CEO | | | | | |
| Telephone number | 9499339527 | Email address | jn | jmpakulis@gmail.com | | |
| Signature | James Pakulis | Date | 2022 | 04 | 01 | |
| | | | YYYY | MM | DD | |

| ITEM 11 – CONTACT PERSON | | | | | | | |
|--|-------------|------------------|------------------------|--------------|---------------|--|--|
| Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10. | | | | | | | |
| Same as individual certifying the report | | | | | | | |
| Full legal name | Hartman | Shauna | | Title | Legal Counsel | | |
| | Family name | First given name | Secondary giv names | ven | | | |
| Name of company | S. | Paul Simpson Lav | | | | | |
| Telephone number | 6046334289 | E | mail address | shartman@arm | ilaw.com | | |

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.